

**CERTIFICATE OF INDIAN TRIBAL ENTITY AND
LIMITED WAIVER OF SOVEREIGN IMMUNITY**
Commercial Deposit Accounts and Treasury Management Services

Tribal Certified Motion # 011914-04

The undersigned members of the duly qualified and acting tribal/governing council ("Council") of the **Little Traverse Bay Bands of Odawa Indians**, do hereby certify that they are all of the members of the Council, and that there are no other members.

The Council certifies that any one of the following named persons, whose signatures are set forth opposite their names:

Name

Signature

David Wolf

Roger Borton

or following officers of the Council or Tribe, as appropriate:

Gaming Authority Committee Chair



is individually authorized to, and on behalf of and in the Little Traverse Bay Bands, Odawa Casino Resort, act and deed:

(a) open or close one or more deposit and/or securities accounts (the "Accounts") with Wells Fargo Bank, National Association ("Bank");

(b) execute and deliver in the Tribe's name such agreement(s) as Bank may from time to time require regarding the Accounts and the services related thereto (including, without limitation, Bank's Commercial Account Agreement and Master Agreement for Treasury Management Services) and Bank's commercial card services and merchant services (collectively, the "Service Documentation");

(c) authorize and execute transactions on the Accounts, including, without limitation, (i) signing checks and other instruments withdrawing funds from the Accounts, including those payable to cash or to persons who sign them, (ii) requesting funds transfers by Bank to and from the Accounts, (iii) entering into arrangements for the processing of automated clearing house ("ACH") debit entries and/or ACH credit entries to and from the Accounts, and (iv) endorsing on behalf of the Tribe, and otherwise negotiating, checks and other items payable to the Tribe;

(d) incur overdrafts and other obligations in the Accounts at Bank in connection with any of the products, services, or activities authorized by these resolutions; and

(e) invest the Tribe's funds on such terms and conditions as such Designee deems appropriate.

The Council, on behalf of the Tribe, waives the Tribe's sovereign immunity in any legal action including, without limitation, a lawsuit to enforce arbitration provisions contained in Service Documentation, brought against the Tribe or any tribal entity party to any of the Service Documentation, by Bank and/or Bank's affiliates, successors or assigns; **provided, however, that such waiver is granted on a limited basis extending only to those legal actions arising from or in connection with any of the products, services or activities contemplated in the Service Documentation.**

For the trial of any such legal action, the Council, on behalf of the Tribe, hereby consents and submits to the personal jurisdiction, venue and service of process of the Federal District Court (and the respective appellate courts thereof) for the District in which the Bank office responsible for the banking relationship with the Tribe is located; provided however, that, for any legal action related to commercial card services or merchant services, the Council, on behalf of the Tribe, hereby consents and submits to personal jurisdiction, venue and service of process as set forth in the Service Documentation applicable to those services.

The Tribe shall be bound to Bank by, and Bank may rely upon, any communication or act, including telephone communications, purporting to be done by any Council member, Designee or other employee or agent of the Tribe provided that Bank believes, in good faith, that the same is done by a person authorized to so act.

The authority hereby conferred is in addition to that conferred by any other certificate heretofore or hereafter delivered to Bank and shall continue in full force and effect until Bank shall have received notice in writing from the Tribe of the revocation hereof. Any such revocation shall be effective only as to actions which are taken by the Tribe pursuant to the certifications contained herein, subsequent to Bank's receipt of such notice. The authority hereby conferred shall be deemed retroactive, and any and all acts authorized herein which were performed prior to the execution of this certificate are hereby approved and ratified.

The Council further certifies that the activities covered by the foregoing certifications constitute duly authorized activities of the Tribe; that said certifications are now in full force and effect; and that there is no provision in any document pursuant to which the Tribe is organized and/or which governs the Tribe's continued existence limiting the power of the undersigned to make the certifications set forth herein, and that the same are in conformity with the provisions of all such documents.

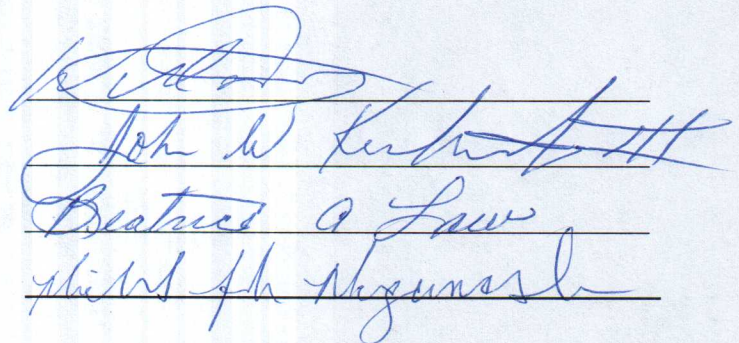
MEMBERS OF TRIBAL/GOVERNING COUNCIL

Bill A. Denemy

John W. Keshick III

Beatrice A. Law

Michael J. Naganashe



Handwritten signatures of the four council members over horizontal lines. The signatures are: Bill A. Denemy, John W. Keshick III, Beatrice A. Law, and Michael J. Naganashe.


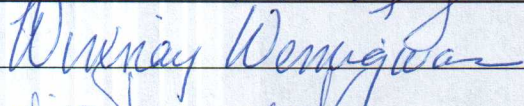
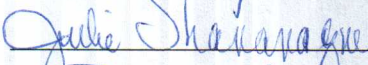
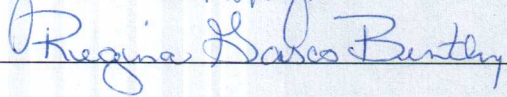
Aaron Otto

Marcella R. Reyes

Winnay Wemigwase

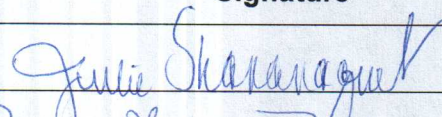
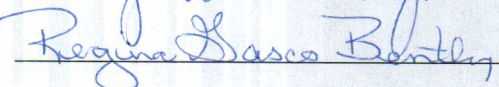
Julia A. Shananaquet

Regina Gasco Bentley


Marcella R. Reyes

Winnay Wemigwase

Julie Shananaquet

Regina Gasco Bentley

CERTIFICATE OF INCUMBENCY

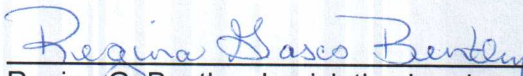
I, Regina Gasco Bentley, Legislative Leader and Julia A. Shananaquet, Secretary of the Little Traverse Bay Bands of Odawa Indians ("Tribe"), hereby certify that the offices referred to in the foregoing Certified Motion are now held by the following individuals, and that true and correct specimen signatures of such individuals appear after their respective names as set forth below:

Name and Title	Signature
Julia A. Shananaquet, Secretary	
Regina Gasco Bentley, Legislative Leader	

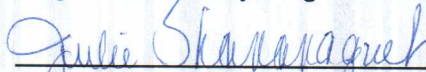
CERTIFICATION

As Tribal Council Legislative Leader and Tribal Council Secretary, we certify that this Certified Motion was duly approved by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians at a regular meeting of the Tribal Council held 1/19/14 at which a quorum was present, by a vote of 9 in favor, 0 opposed, 0 abstentions, 0 absent as recorded by this certification as an official action on behalf of Little Traverse Bay Bands of Odawa Indians.

Date: 1-19-14


Regina G. Bentley, Legislative Leader

Date: 1-19-14


Julie Shananaquet, Secretary